

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
CEC ENTERTAINMENT, INC., <i>et al.</i> ,	§	Case No. 20-33163 (MI)
	§	
Debtors. ¹	§	(Jointly Administered)
	§	

**ORDER (I) AUTHORIZING DEBTORS TO (A) REJECT
CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL
PROPERTY AND (B) ABANDON *DE MINIMIS* PROPERTY IN
CONNECTION THEREWITH AND (II) GRANTING RELATED RELIEF**

Upon the motion, dated June 25, 2020 (the “**Motion**”)² of CEC Entertainment, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), for an order (i) authorizing the Debtors to (a) reject certain unexpired leases of nonresidential real property and (b) abandon *de minimis* property in connection therewith and (ii) granting related relief, pursuant to sections 365 and 554(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are BHC Acquisition Corporation (0947); CEC Entertainment Concepts, L.P. (3011); CEC Entertainment Holdings, LLC (9147); CEC Entertainment, Inc. (5805); CEC Entertainment International, LLC (8177); CEC Entertainment Leasing Company (4517); CEC Leaseholder, LLC (N/A); CEC Leaseholder #2, LLC (N/A); Hospitality Distribution Incorporated (5502); Peter Piper Holdings, Inc. (6453); Peter Piper, Inc. (3407); Peter Piper Texas, LLC (6904); Peter Piper Mexico, LLC (1883); Queso Holdings, Inc. (1569); SB Hospitality Corporation (4736); SPT Distribution Company (8656); and Texas PP Beverage, Inc. (6895). The Debtors’ corporate headquarters and service address is 1707 Market Place Boulevard #200, Irving, TX 75063.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

§§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties, and it appearing that no other or further notice need be provided; and the Court having held one or more hearings to consider the relief requested in the Motion; and upon the First Day Declaration and the records of the hearings on the Motion and all of the proceedings had before this Court; and all objections to the Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. Pursuant to section 365 of the Bankruptcy Code, the Venue Leases identified on **Schedule 1** attached hereto are hereby rejected *nunc pro tunc* to the Petition Date.
2. The Debtors do not waive any claims that they may have against any counterparty to the Venue Leases, whether or not such claims arise under, are related to the rejection of, or are independent of the Venue Leases.
3. The Debtors are authorized to abandon any Remaining Property located at the Underperforming Venues free and clear of all liens, claims, encumbrances, interests, and rights of third parties.
4. Nothing herein shall prejudice the rights of the Debtors to argue that any of the Venue Leases were terminated prior to the Petition Date; that any claim for damages arising from the rejection of the Venue Leases is limited to the remedies available under any applicable termination provision of such Venue Lease; or that any such claim is an obligation of a third party and not that of the Debtors or their estates.

5. Nothing in the Motion or this Order shall be deemed or construed as an approval of an assumption of any lease, sublease, or contract pursuant to section 365 of the Bankruptcy Code.

6. Notwithstanding entry of this Order, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any party.

7. Under the circumstances of these chapter 11 cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a).

8. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

9. Consistent with the limitations of section 362 of the Bankruptcy Code, and any other applicable law, counterparties to the Leases are prohibited from setting off or otherwise utilizing any amounts deposited by the Debtors with any of the counterparties to the Leases as a security deposit or pursuant to another similar arrangement, or owed to the Debtors by any of the counterparties under the Leases or other agreements between the same parties, without the Debtors consent or further order of this Court.

10. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

11. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2020
Houston, Texas

UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Schedule of Venue Leases to Be Rejected

Schedule 1**Schedule of Venue Leases to Be Rejected**

#	[VENUE NO.]	COUNTERPARTY-LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE
1.	073	Matteson Realty LLC 150 Great Neck Road Great Neck, NY 11021	CEC Entertainment, Inc.	Chicago-Matteson, IL	Petition Date
2.	114	Sub S&S, LLC 645 N. Main Street Layton, UT 84041	CEC Entertainment, Inc.	Layton, UT	Petition Date
3.	342	Hawthorn Hills Square 1687, LLC 3333 New Hyde Park Road, Suite 100 New Hyde Park, NY 11042-0020	CEC Entertainment, Inc.	Vernon Hills, IL	Petition Date
4.	367	Lee Properties, Ltd. 5404 Whitsett Ave., #95 Valley Village, CA 91607	CEC Entertainment, Inc.	Ladera Heights, CA	Petition Date
5.	415	Kudu Invest, LLC 1048 Irvine Avenue #350 Newport Beach, CA 92660	CEC Entertainment, Inc.	San Bernardino, CA	Petition Date
6.	428	Peck Plaza Investment, LLC 122A E. Foothill Blvd. #153 Arcadia, CA 91006	CEC Entertainment, Inc.	El Monte, CA	Petition Date
7.	476	Haymarket Square Associates Attn: Leo Shapiro Longmeadow, MA 1116	CEC Entertainment, Inc.	Springfield, MA	Petition Date
8.	479	Vision Drive Retail, LLC One Vision Drive Natick, MA 1760	CEC Entertainment, Inc.	Natick, MA	Petition Date
9.	534	Galleria Drive LLC P.O. Box 5540 Johnstown, PA 15904	CEC Entertainment, Inc.	Johnstown, PA	Petition Date
10.	540	Hawthorne Center Associates, L.P. 255 Butler Lane Lancaster, PA 17601	CEC Entertainment, Inc.	Lancaster, PA	Petition Date
11.	568	Lincoln Q Company, LLC 598 N. Winnebago Drive Lake Winnebago, MO 64034	CEC Entertainment, Inc.	Lincoln, NE	Petition Date
12.	603	Fox River Shopping Center LLC 350 N. Orleans St., Suite 300 Chicago, IL 60654-1607	CEC Entertainment, Inc.	Appleton, WI	Petition Date

#	[VENUE NO.]	COUNTERPARTY-LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE
13.	614	BK Mercer LLC & NA Mercer LLC 121 W. Nyack Road Nanuet, NY 19054	CEC Entertainment, Inc.	Macon, GA	Petition Date
14.	646	Goodrich New Hartford L.L.C. 560 Sylvan Avenue Englewood Cliffs, NJ 7632	CEC Entertainment, Inc.	New Hartford, NY	Petition Date
15.	648	HUSA Mgmt Co., LLC 2309 Frederick Douglass Blvd New York, NY 10027	CEC Entertainment, Inc.	Harlem, NY	Petition Date
16.	656	Southern Hills Mall LLC 180 East Broad Street, 21st floor Columbus, OH 43209	CEC Entertainment, Inc.	Sioux City, IA	Petition Date
17.	708	SM Mesa Mall, LLC 180 East Broad Street, 21st Floor Columbus, OH 43215	CEC Entertainment, Inc.	Grand Junction, CO	Petition Date
18.	737	Suchon Tsaowimonsiri 10301 Haledon Avenue Downey, CA 90241	CEC Entertainment, Inc.	Columbus-Macsway, OH	Petition Date
19.	746	Richland Mall Holdings, LLC 4218 NE 2nd Avenue Miami, FL 33137	CEC Entertainment, Inc.	Mansfield, OH	Petition Date
20.	748	Stadium Plaza Shopping Cnt LLC PO Box 714248 Cincinnati, OH 45271-4248	CEC Entertainment, Inc.	Columbia, MO	Petition Date
21.	748	Raul Walters Properties Two City Place Drive St. Louis, MO 63141	CEC Entertainment, Inc.	Columbia, MO	Petition Date
22.	753	Leo MA Mall, LLC Attn: James M. Hull Augusta, GA 30909	CEC Entertainment, Inc.	Leominster, MA	Petition Date
23.	754	Keith and Nancy Ross 1256 Via Romero Dr. Palos Verdes Estates, CA 90274	CEC Entertainment, Inc.	Lima, OH	Petition Date
24.	769	City Place Long Beach, LLC 9200 Sunset Blvd. Penthouse 9 West Hollywood, CA 90069	CEC Entertainment, Inc.	Long Beach, CA	Petition Date
25.	798	IRC Apache Shoppes, LLC c/o Pine Tree Commercial Realty, LLC Oak Brook, IL 60523	CEC Entertainment, Inc.	Rochester, MN	Petition Date

#	[VENUE NO.]	COUNTERPARTY- LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE
26.	829	Lakes Mall Realty LLC 150 Great Neck Road, Suite 304 Great Neck, NY 11021	CEC Entertainment, Inc.	Muskegon, MI	Petition Date
27.	861	EKJS, LLC P.O. Box 7591 Rapid City, SD 57709	CEC Entertainment, Inc.	Rapid City, SD	Petition Date
28.	966	ROKO, LLC ROKO, LLC Savannah, GA 31401	CEC Entertainment, Inc.	Charleston, SC	Petition Date
29.	374	ROK Properties, LLC 16 Canvasback Point Greensboro, NC 27455	CEC Entertainment, Inc.	Jacksonville, NC	Petition Date
30.	401	Federal Realty Investment Trust 1626 E. Jefferson St. Rockville, MD 20852	CEC Entertainment, Inc.	Gaithersburg, MD	Petition Date
31.	545	MegViv RE Holdings LLC 19754 Willowdale Place Ashburn, VA 20147	CEC Entertainment, Inc.	Fredericksburg, VA	Petition Date
32.	597	Allen Central Market Allen, TX. LLC 270 Commerce Drive Rochester, NY 14623	CEC Entertainment, Inc.	Allen, TX	Petition Date
33.	409	Tween Partners LLC 2241 Domingo Rd. Fullerton, CA 92835	CEC Entertainment, Inc.	Diamond Bar, CA	Petition Date
34.	478	DSM MB I LLC c/o Demoulas Super Markets, Inc. Tewksbury, MA 1876	CEC Entertainment, Inc.	Danvers, MA	Petition Date
35.	865	Imago Enterprises, Inc. 140 Palmer Drive Fort Collins, CO 80525	CEC Entertainment, Inc.	Ft. Collins, CO	Petition Date
36.	1256	McCarran Marketplace SPE, LLC P.O. Box 10 Scottsdale, AZ 85252-0010	Peter Piper, Inc.	Las Vegas- McCarran, NV	Petition Date
37.	1257	Sahara 3D, LLC 468 N. Camden Drive Beverly Hills, CA 90210	Peter Piper, Inc.	Las Vegas-Sahara, NV	Petition Date
38.	1258	LS II Land Company, LLC 2301 West I-44 Service Road Oklahoma City, OK 73112	Peter Piper, Inc.	OKC-Del City, OK	Petition Date

#	[VENUE NO.]	COUNTERPARTY- LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE
39.	1259	NADG NNN PPP (OK) LP 3131 McKinney Avenue Dallas, TX 75204	Peter Piper, Inc.	OKC-Westgate, OK	Petition Date
40.	1263	KRG Shops at Moore, LLC 30 South Meridian, Suite 1100 Indianapolis, IN 46204	Peter Piper, Inc.	Moore, OK	Petition Date
41.	1264	EMSA, LTD 4614 13th Street Lubbock, NM 79416	Peter Piper, Inc.	Alb-Juan Tabo, NM	Petition Date
42.	1266	Gator Green Acres, Ltd. 7850 NW 146th Street Miami Lakes, FL 33016	Peter Piper, Inc.	Green Acres, FL	Petition Date
43.	1268	Gardens and 27, LLC 696 NE 125th Street North Miami, FL 33161	Peter Piper, Inc.	Miami Gardens, FL	Petition Date
44.	1270	Energy North, LLC 7950 NW 53rd Street Doral , FL 33166	Peter Piper, Inc.	North Lauderdale, FL	Petition Date
45.	1271	Hayday, Inc. 401 N.W. 38th Ct. Miami, FL 33126	Peter Piper, Inc.	Miami, FL	Petition Date
46.	1273	Town East Mall, LLC 350 N. Orleans St., Suite 300 Chicago, IL 60654-1607	Peter Piper, Inc.	Mesquite, TX	Petition Date